

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE: COMMUNITY BANK OF NORTHERN VIRGINIA SECOND MORTGAGE LENDING PRACTICES LITIGATION	MDL No. 1674
	Case No. 03-0425
	Case No. 05-0688
	Hon. Arthur J. Schwab
	THIS DOCUMENT RELATES TO ALL MDL ACTIONS

**AMENDED DECLARATION OF R. BRUCE
IN SUPPORT OF PLAINTIFFS' MOTION FOR AWARDS OF ATTORNEYS' FEES,
EXPENSES, AND INCENTIVE PAYMENTS TO NAMED REPRESENTATIVES**

R. Bruce Carlson, pursuant to 28 U.S.C. § 1746, hereby declares as follows in support of the Motion for Award of Attorneys' Fees, Expenses and Incentive Payments to Named Representatives referenced in the above caption:

1. I am a founding partner in the firm of Carlson Lynch Sweet Kilpela & Carpenter, LLP ("Carlson Lynch"). I am a member in good standing of the Pennsylvania Supreme Court. I am admitted to practice in the following courts: the state courts of Pennsylvania and West Virginia; the United States District Courts for the Western, Central and Eastern Districts of Pennsylvania; the United States District Courts for the Northern and Southern Districts of West Virginia; the United States District Court for the Northern District of Ohio; the United States District Court for the Northern, Southern and Eastern and Western Districts of Texas; the United States District Court for the District of Maryland; the United States District Court for the Western District of Tennessee; the United States Courts of Appeal for the Third, Fifth, Ninth and Eleventh Circuits.

2. I submit this declaration in support of Plaintiffs' Motion for Awards of Attorneys' Fees, Expenses and Incentive Payments to Named Representatives.

3. I have been actively involved in this litigation and this multidistrict proceeding since its inception (i.e. for over 15 years) as counsel for Plaintiffs, Co-Lead Interim Class Counsel, Co-Lead Class Counsel for the Plaintiff class and also as Co-Lead Counsel for the Class Claimants in the bankruptcy proceeding involving former defendant Residential Funding Company, which is captioned as *In re Residential Capital, LLC, et al.*, Case No. 12-12020 (MG) in the United States Bankruptcy Court for the Southern District of New York.

4. The schedule attached to this declaration summarizes the amount of time spent by the partners, associates and paralegals of my firm who worked on this litigation, and the lodestar calculations based on my firm's current rates for matters of this type. *See* Exhibit 1.

5. As set forth in Exhibit 1, the total number of hours expended on this litigation by my firm since the litigation's inception (excluding time spent on the related bankruptcy matter in the SDNY) is 15,033.4 hours. Based on the listed hourly rates for each timekeeper the total lodestar for my firm through that period of time is \$9,271,365.

6. The hourly rates used for the partners, associate attorneys and professional support staff of my firm have been approved as being reasonable by courts in this district and nationally.

7. As detailed and categorized in Exhibit 2, my firm has incurred a total of \$65,668.43 in unreimbursed expenses in connection with the prosecution of this litigation since May 14, 2012.

8. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 8, 2016

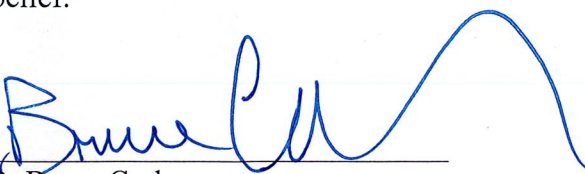

R. Bruce Carlson

Exhibit 1

**TO THE DECLARATION OF R. BRUCE CARLSON
IN SUPPORT OF PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

PARTNER	RATE	HOURS	TOTAL
R. Bruce Carlson	\$700	8,635.6	\$6,044,955.00
Gary Lynch	\$700	2,754.3	\$1,928,010.00
Edwin Kilpela	\$650	210.7	\$136,955.00
Benjamin Sweet	\$650	76.2	\$49,530.00
ASSOCIATE			
Stephanie Goldin	\$425	1,092.6	\$464,355.00
Jamisen Etzel	\$375	1,044.0	\$391,500.00
Kevin Abramowicz	\$300	120.6	\$36,180.00
PARALEGAL			
Elaine McFarland	\$200	610.8	\$122,160.00
Nichole Ehrheart	\$200	471.4	\$94,280.00
Daniel Hart	\$200	17.2	\$3,440.00
FIRM TOTAL		15,033.4	\$9,271,365.00